

NARRATIVE

INTRODUCTION

This is an amendment request to an existing use permit application for freeway pylon signs benefitting the Estrella Falls development granted through COAC case number 06-3053 on September 26, 2006. Estrella Falls is a mixed use shopping and entertainment destination being developed by Macerich. At approximately 330 acres, this high-quality project will provide a regional mall, retail power center, hotels, mixed use retail/office and multi-family residential. Macerich was granted a use permit for two pylon signs with the council action form contemplating a third pylon should Macerich be successful in obtaining commitments from five top-tier business at the mall site as well as the ability to request an electronic reader board. This amendment is to request the right for the third pylon sign for the developers use in implementing the Estrella Falls master plan and the ability to incorporate an electronic reader board consistent with the Comprehensive Sign Program (CSP) for the benefit of the Mall. A corresponding amendment to the Estrella Falls CSP has been submitted to the City for consideration. The rationale for this request is detailed below.

RATIONALE FOR THE AMENDMENT

Macerich has created a unique and comprehensive sign package to encompass the entire +/- 330 acre Estrella Falls master plan. Among other things, the signage established by the CSP will promote the Estrella Falls brand, provide information and clarity to the traveling public (and the customer), provide a consistent design intent and will serve as a

tool for the developer to attract desirable retailers. Most important to accomplishing the aforementioned goal, are the three pylon signs along I-10.

One of the three contemplated pylon signs has been constructed in conformance with the original CSP and Use Permit. This sign is owned by The Market at Estrella Falls power center entity and displays tenants within this center. It has been an essential tool in attracting and keeping key national retailers such as TJ Maxx and HomeGoods within this center and in the Goodyear market. These key retailers in turn anchor the center and attract other business that want to co-locate. This sign has been, and will continue to be, fully occupied by tenants within this center. In addition to promoting the Market at Estrella Falls power center, this sign also indirectly promotes the Estrella Falls master plan assisting the public in awareness and wayfinding thus contributing to the success of the entire Estrella Falls project.

As mentioned, a second pylon sign was entitled through the original Council action. This action also contemplates a third pylon to be granted by a future council action should Macerich be successful in attracting certain retailers. Through this amendment, Macerich is now requesting the third pylon sign. As originally planned, the first of the signs has been dedicated to the Market at Estrella Falls Power Center (+/-63 acres). The remaining two signs are essential in promoting the regional mall site (+/-106 acres), and the land surrounding the regional mall site (+/-161 acres). The size of the remaining sites and the planned level of retail development justify the need for all three signs. Much of the acreage is located ¼ mile north of the freeway and will rely heavily on the Pylons to

attract and retain desirable retailers. By way of comparison, the SanTan master plan in Gilbert, AZ is comprised of +/-325 acres and benefits from eight entitled freeway pylon signs.

Also essential to early negotiations with anchor retailers within the regional mall site is the entitlement of an Electronic Reader Board (ERB) on one of the pylons. Many of our malls incorporate ERBs in addition to static panels which are dedicated to key retailers. The ERBs allow for greater flexibility in the continued promotion and operation of the site. For example, messaging may announce a new tenant opening, announcement of special events and activities to be held at the mall. Today's malls are constantly changing and serve as a community gathering place. ERBs allow the mall to keep the public informed in real time. Macerich understands the need to operate an ERB responsibly and has included suggested conditions as Exhibit A.

We are making the request to vest the third sign as well as the Electronic Reader Board (ERB) for the regional mall site for many reasons including, but not limited to, the following:

- Macerich needs to assign ownership of the two potential signs between related but differing partnership interests in the land. We are unable to accomplish this if one of the signs is conditionally granted.
- A conditional sign does not allow us to have definitive discussions with retailers as to the signage opportunities we can provide them.

- Entitlement of the ERB will allow the regional mall entity to have more informed negotiations with potential retailers and will allow for accurate pro forma estimating and planning.
- Granting the signage immediately will not dissuade Macerich from pursuing desirable retailers, it will instead enable it to do so for the reasons detailed herein.

Exhibit A

Suggested Conditions for the Electronic Reader Board

General Conditions:

The Electronic Reader Board (ERB) will be limited to one Pylon Sign for use on one of the three pylon signs.

The proposed sign designs reflect the existing and pre-approved freeway pylon designs of the original Comprehensive Sign Plan, with the inclusion of electronic boards.

Manufacturers continue to expand their creative potential, sustainability, uses and applications, so defined specific manufacturers or units will become obsolete fairly quickly – so no specific board and specifications is part of the amendment. Only high quality LED components will be used and as the technology improves, units may be updated.

Construction, installation and content presented on the ERB on the third pylon sign will be provided by mall owner in conjunction with their partners on the units. Content shall be allowed for off-site and on-site product advertising, artistic expression (within “good taste” provisions), public service announcements and emergency messaging.

Specific Conditions:

The following design criteria shall apply:

1. Network time shall be made available on the digital sign faces to the City of Goodyear for emergency messaging – messages may override all copy for one hour, then display for eight (8) seconds in every minute as long as needed.
2. In the event of an electronic malfunction the sign shall be shut off until repairs have been made to restore the electronic messaging system.
3. Freeway electronic signs are limited to copy changes only through an immediate transition of the copy or message that does not have the appearance of moving text or images. Copy shall not use flashing, intermittent or moving lights to produce the optical illusion of movement.
4. The sign copy shall be displayed for a minimum of eight (8) seconds provided.
5. Illumination shall be allowed 24 hours a day. The sign shall include photocell technology to control and vary the intensity of lighting depending on the amount of ambient light that is present (e.g. daytime, nighttime, cloudy conditions).
6. The intensity of the lighting shall not exceed three hundred (300) nits to ensure compliance with illumination standards from dusk until dawn unless the sign is turned off as it is located within 150 feet of Single Family Residential zoned property.